

A-733

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W3 You and IBM - Global**IBM.****View PBC****Complete****IBM Confidential**[Print](#) |[Close window](#)**Employee information and assessment dates****Employee information**

Employee name:	Castelluccio, James		
PBC manager:	Collins-Smee, Joanne		
Serial number:	315575	Country:	United States of America (USA)
* Band:	C	* Position title:	VP Public Sector Service Delivery

Assessment dates

* Assessment period:	2007/01/01	to	2007/12/31	(yyyy/mm/dd)
Interim review dates:				
Employee/Manager final review date:	2008/01/24			

My PBC goals and results**Business goals**

- * What are your business goals for this assessment period? Make sure your goals align with IBM's strategy and values, your business unit goals, and your department goals.

1/1/06 - 6/1/06 VP Public Sector Delivery

Establish/maintain an organizational climate that supports IBM's culture of strong values, high performance, trust and personal responsibility in all relationships and is client focused and client responsive. Leverage the diversity and global capabilities of IBM team to enrich Client experiences and drive greater business value to our clients. Provide a leadership framework necessary to ensure that the Public Sector/Federal Accounts meet/exceed IBM's business goals, Commercial Account goals and overall Sector goals for: service delivery quality, customer satisfaction, financial performance and business controls.

6/1/06 - 12/31/06 Sr DPE Wellpoint/Wellchoice Crit Sit Contract

Identify and implement a service quality plan that improves overall availability

and reliability of the contracted IT infrastructure, provides a road map to financial viability, improves customer satisfaction and addresses overall business controls.

Business results

- * Enter your business results:

Established joint PO/ITD Team across the sector to identify and track cost and performance initiatives

+ Achieved CTO/LEAN actions that resulted in a 154.30 fte reduction in 2Q

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3:09-CV-1145 (TPS)

7/28/2009

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Employee information and assessment dates

Employee information

Employee name:	Castelluccio, James		
PBC manager:	Jones, Arthur (Kelton)		
Serial number:	315575	Country:	United States of America (USA)
* Band:	C	* Position title:	VP - Public Sector Service Delivery

Assessment dates

* Assessment period:	2006/01/01	to	2006/12/19	(yyyy/mm/dd)
Interim review dates:				
Employee/Manager final review date:	2007/01/25			

My PBC goals and results

Business goals

- * What are your business goals for this assessment period? Make sure your goals align with IBM's strategy and values, your business unit goals, and your department goals.

Establish/maintain an organizational climate that supports IBM's culture of strong values, high performance, trust and personal responsibility in all relationships and is client focused and client responsive.

Leverage the diversity and global capabilities of IBM team to enrich Client experiences and drive greater business value to our clients.

Provide a leadership framework necessary to ensure that the Public Sector/Federal Accounts meet/exceed IBM's business goals, Commercial Account goals and overall Sector goals for: service delivery quality, customer satisfaction, financial performance and business controls.

Business results

- * Enter your business results:

Overall business results for Financials:

Managed through several difficult changes in our account portfolio mix to yield the greatest possible cost results. Two significant contracts (PacifiCare and United HealthCare) terminated in the year impacting \$80m revenue and \$25m in profit(roughly 32% and 45% margins.) In addition, Wellpoint outlooked losing \$48m for FY but we were able to improve to (\$23m). 2006 PS targets were built on a expected + \$11m gp for WLP. In addition, significant Revenue growth/profit was outlooked in new signings that didn't materialize. As a result, even with significant CTO action, Revenue/Profit targets were missed although with aggressive cost management, profit remained in double digits. I initiated a complete in depth analysis of the Wellpoint contract to understand the financial misses and contract terms. I brought back the entire deal team

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EXHIBIT 14

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7/28/2009

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to help construct not only why the misses but a comprehensive go forward plan. This detail was reviewed by the Red team brought in later on and commented that it was one of the most thorough analysis completed on an SO contract. Cost actions missed the fy target by 1.5% (\$530.7 vs \$522.5 w/o considering rebates) but early actions allowed us to meet/exceed the 3Q and 4Q targets. Cust Sat & Client Reference Targets were met and exceeded reflecting the responsiveness and quality of our delivery of services. Client Reference (multi CXO) achieved 90% and CERS exceeded the target of 9.0 by achieving 9.5. Many accounts scored 10.0

Business Controls - Participated in and passed over 300 Customer driven and Internal Audits/Reviews. GSD331, SAS70, FDA, HIPPA, IRS, SOX, Dept of Defense. Most significant was a full blown IBM Corp Audit of 7 of our contracts. It also was the first Corp audit with the new process of directly dealing with the account teams. Our Client driven audits - we had no findings on our services delivered. An example of the level of support required on Client driven audits - one contract alone had over 100 audits with over 1,100 data requests we needed to satisfy in the strict timeframe allotted for responding.

2. Management of Portfolio

Established a new Governance with Sector buy-in to manage the significant CTO's actions, Global Resource opportunities and Client negotiations GR and aggressively sought to have a PS account in the initial Lean Wave 1 study (Astra Zeneca). A weekly and later biweekly cadence calls were established with the Directors on the HealthCare Life Sciences (HCLS) and State and Local Government and their PE's with myself, Wisse and our DPE's to carefully balance cost take-out actions and service delivery impact. This really changed the mind set and we established a feeling and accountability of joint ownership.

Made numerous site visits with CIO and staffs - i.e Paul Conasenti/ NYU, Jeff Walker/AstraZenica, Ken Harth/Wellchoice, Kevin O'Rourke/Sanofi, Jack/MSH, etc. Also participated in Client meetings reviewing our Solution Proposals, i.e participating in orals at Astra Zeneca, University Penn Hospital, NY Medical School, etc.

People management goals

Do you have people management responsibilities? Yes

What are your priority goals for leading people effectively and creating a culture where the best people make a difference?

Promote/instill a high performance climate that encourages individual excellence, personal responsibility, individual growth, respect, values diversity, encourages creativity, teamwork and passionate execution. Ensure each team member is provided candid feedback and understands how their individual contribution support overall IBM and IGS/Sector goals. Ensure effective utilization and balance of resources aligned with and balanced to business objectives. Recognize the outstanding contributions of individuals and teams. Act as a mentor/coach to all members of the organization

People management results

* What results did you achieve versus your people management goals?

IDP currency at 98.4% which includes all of the Wellpoint organization. 2006 Workgroup Survey results were almost comparable to 05 survey but now

included all of the Wellpoint team. Improvements in Workgroup Survey with focus still remaining on further improvements needed for the Wellpoint team. Fostered and sponsored career movement through-out the organization to support both employee needs and business refresh. Effective support of PBC and Compensation processes. Supported EI's and roundtables and joint Client/IBM team recognitions events.

Overall rating and assessment

The overall rating is based on:

- Relative contribution - results compared to other with similar job responsibilities and band (except when determining if the employee's performance was unsatisfactory). This will take into consideration:
 - What was achieved and how it was achieved:
 - Results achieved against goals
 - Full scope of job responsibilities
 - Demonstration of IBM's values and employee foundational competencies.
- People management - those with people management responsibilities can get an overall PBC 1 rating only if people management responsibilities are at least above average (2+).
- Sources of assessment include: any customer, peer, employee, or other input received; manager's own observations.

* Rating: PBC 2 : solid contributor

* Overall assessment:

Jim and his team faced a big challenge in dealing with accounts that were terminating and the overall financials for the portfolio. In addition, Jim and the team had to deal with several major customer critical situations. Jim provide solid leadership to the team and partnered with GTS in making major enroads into the customer situations and they made major improvements in the financial achievement vs initial outlook assessments. Jim provided leadership to his team in keeping a balance between account execution / customer sat and action that would have improved financials but caused serious issues around contract performance. However, the financials performance was way off the target and expected results of the business. Jim and team have made changes that are pointed at improving the financials in 2007. Overall account performance was balanced and while overall customer sat was below target, it was balanced given the significant financial issues. Again, Jim led his team in achieving a balance in account performance vs financial achievement. Jim had a solid year in people management responsibilities. He and his team dealt with a very difficult environment around one of the "troubled" accounts. This account was under severe financial and performance stress and the workload and stress on the people was significant. He and his team were able to deal with this and continued to work on options to relieve this situation around the people side of the account issues. Jim also provided sound leadership across his team in dealing with the ongoing people management responsibilities.

Jim thanks for the dedication and commitment to the business and to our customers. I know this past year was difficult. I know IBM can count on the ongoing commitment as we address these challenges in 2007.

Development discussion

Development goals

- * What are your one or two development goals that will enhance your ability to meet your business goals and / or people management goals this assessment period? Your development goals should be supported by your Individual Development Plan (IDP) or other development process available to you.

Continue developing breadth of knowledge of the Public/Federal Sector opportunities through participation in engagements and service delivery activities, interaction with Industry counterparts and external reading/information reviews.

Development impact on goals

- * Summarize how results on your development goals helped you attain your business goals or people management goals (if applicable):

Worked closely with the Industry Executives, account teams and the engagement teams that provided significant insight into Healthcare and Life Sciences, State and Local Government and to a lesser degree Federal business. Participated in Sector planning sessions and Client reviews. I continue to be actively engaged with many accounts. In addition, read and search news and journals. The experience and knowledge gained provided significant benefits and aided developing deeper client relationships and new business opportunities.

Review/Signature list

The following individuals need to review and sign this PBC Assessment.

1. Employee review

Employee: Castelluccio, James
Serial number: 315575
Reviewed

If you wish to do so, any comments concerning the assessment (for example, agreement) may be indicated in the space provided below.

Optional comments:

2. Manager signature

Manager: Jones, Arthur (Kelton)
Serial number: 350527
Signed

Record here only those additional significant items brought up during the discussion by either you or the employee which are not recorded elsewhere in this document.

Optional comments:

3. Reviewer signature

Reviewer: Macina, Anthony (Tony)
Serial number: 959297
Signed

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Optional comments:

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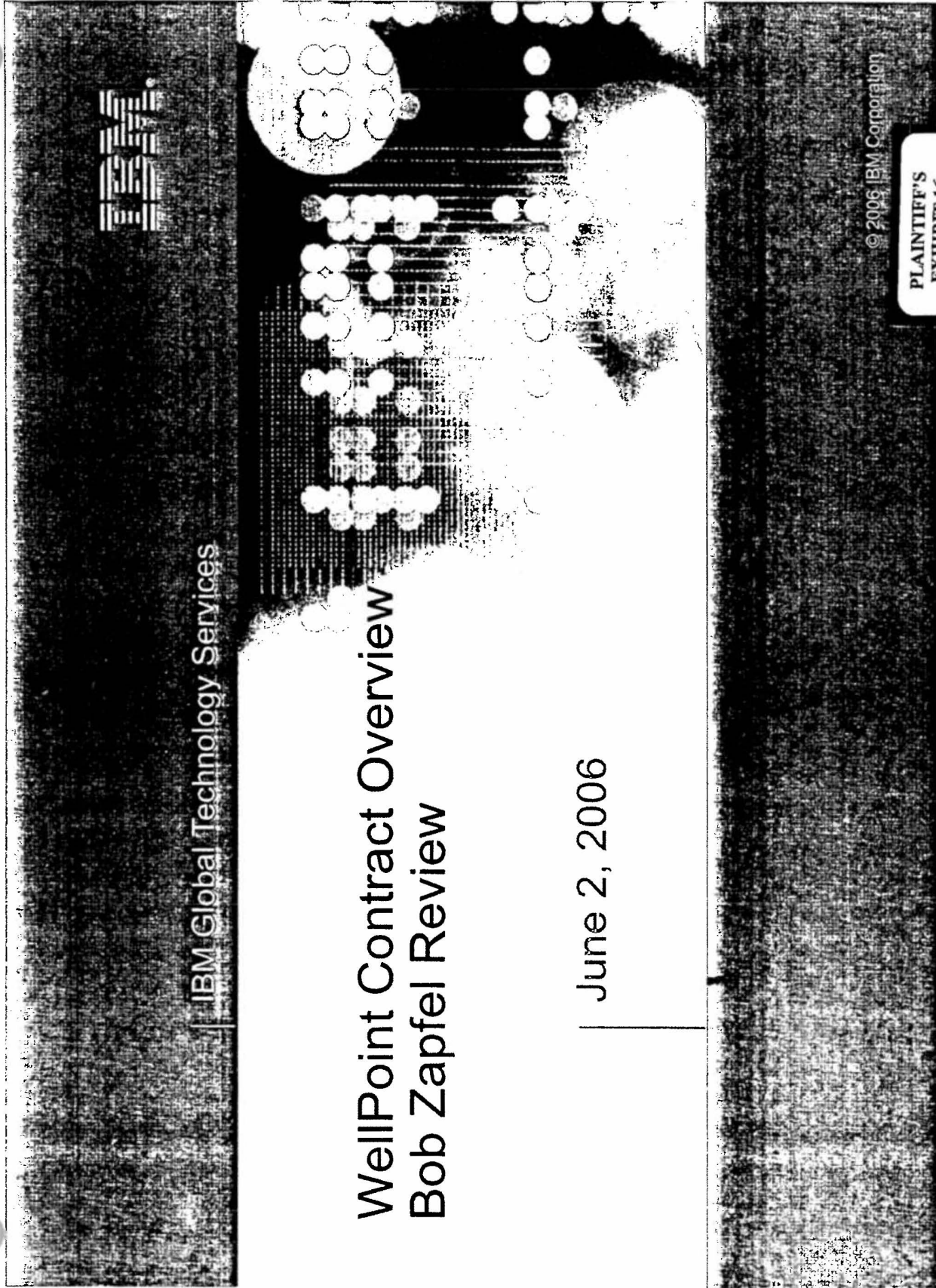
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Situation Summary

- The current contract represents a great deal for WellPoint
- IBM has made improvements in delivery and in the overall leadership
- The change in the transition plan, increased volumes, due diligence misses and additional scope have significantly increased costs
- The current relationship is stressed
- We need to resolve the commercial issues and improve the overall governance
- We need to enter the renegotiation with an attitude of partnership
- We need to focus on the larger more strategic relationship

IBM Objectives

- Create a partnership view of the new solution and manage the engagement with the objective of establishing WellPoint as a marquee successful account
- Successfully Integrate the WellPoint and WellChoice agreements to meet a combined and aligned set of objectives between IBM and WellPoint
- Work the go forward solution as an integrated deal from the ground up - based on what we know today from operating both environments with current volumes and known workloads
- Remove "handcuffs" and other original "stipulations" that limit the ability of the teams to standardize and integrate the environment from a process, hardware and software
- Clarify and commit to a go forward process transition and transformation plan that both parties own from an execution and accountability standpoint
 - Richmond Data Center
 - Re-sequencing / Re-Solution
 - Consolidation
 - Software migration
- Reconcile solution gaps and SLA problems as a result of known differences in volumes and head counts against original assumptions and solutions and integrate solutions into the new integrated deal

IBM Global Technology Services

WellPoint Objectives

- WellChoice acquisition leaves WellPoint with a number of integration issues and one of the items is to integrate the two Strategic Outsourcing agreements into one agreement between IBM and WellPoint
- Achieve overall savings from the integration
- Leverage already negotiated terms and conditions within the WellPoint contract
- Reduce overall redundancies within the two agreements and operations
- Increase overall efficiencies
- Rationalize service delivery within an integrated agreement
- Streamline and integrate the overall governance processes
- Leverage larger scopes of work for improved cost performance
- Ensure that most favored customer clause is being adhered to

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Client Background: WellPoint Health Networks

- **WellPoint is the nation's leading health benefits company serving the needs of approximately 34 million medical members, nationwide.**
 - WellPoint is a Blue Cross or Blue Cross Blue Shield licensee in 14 states: California, Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri, Nevada, New Hampshire, New York, Ohio, Virginia, excluding the immediate suburbs of Washington, D.C., and Wisconsin.
 - Offers a broad range of medical and specialty products.
 - 42,000 employees and \$51.4B in assets.
- **WellPoint Health Networks, Inc. became a part of Anthem, Inc. on November 30, 2004. Anthem, Inc. changed its name to WellPoint, Inc. with Headquarters in Indianapolis, IN**

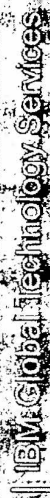
State of WellPoint IT at Signing

▪ Customer Environment

- WellPoint had been created by numerous mergers and acquisitions over decades.
 - The RFP was released in the middle of the acquisition of WellPoint by Anthem
- The organization and the resultant systems were spread all over the country with little integration.
- WellPoint had over 80 locations with major centers in CA, MO, GA, CT, VA, WI.
- The IT systems were old, little investment had been made in hardware, tools, people, or process.
- The multiple mergers caused a tremendous level of infighting and distrust with few attempts to really bring the IT organization together.

▪ Key Value proposition/customer priorities in the original deal

- Extreme concern about their California Datacenter (Location, space, security, reliability etc. Needed to move out immediately – Original driver for SO bidding process in the first place
- Extreme problems with availability and reliability of infrastructure overall
- Focused very heavily on short term cost take out to meet merger synergies promised to Wall street as a result of the merger
- Very confidential bidding process with no access to people or data throughout the engagement
- Re-badged 390 in scope people
 - Paid to sever 200 over the first 18 months
- Created a very aggressive transition plan to move out of California first (Not our original recommendation)

The logo for IBM Global Technology Services, featuring the IBM logo and the text "IBM Global Technology Services".

Principles of the Original Agreement

▪ Key selling Points

- Infrastructure stability and process management
- Material cost savings in immediate years and in the out years
- Immediate move out of the CA data center
- Immediate access to IBM people, processes and expertise
- Software and platform standardization
- Capability to expand to accommodate future organic or acquisition growth

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WellPoint Contract Scope

Term:	7 years, 3 one year options
Effective Date:	July 1, 2005 to June 30, 2012
Original Contract Value:	\$720 million
Employees to IBM:	~380
Planned Primary Consolidated Location:	Richmond, VA (Customer facility – Original plan was for Southbury and Lexington)
Scale:	8,600 MIPS, 3 MF Data Centers (CA, MO, GA) 3,000 MR server nodes, 80+ locations 900 TBs (DASD)
Service Towers:	Mainframe and Midrange

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WellChoice (Empire BCBS) Contract Scope

Term:	10 years
Effective Date:	June 01, 2002 to June 01, 2012
Original Contract Value:	\$822 million
Employees to IBM:	~140
Primary Consolidated Location:	Staten Island, NY
Scale:	3533 MIPS, 1 MF Data Center (NY) 136 MR server nodes, 1 location (NY) 30.9 TBs (DASD)
Service Towers:	Mainframe, Midrange, Help Desk, AMS and Network

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WellPoint Original Key Milestones

- Transition: year 1 (7/1/2005 through 6/30/2006)
 - ~380 employees to IBM
 - Mainframes moved into Southbury (California, Georgia, and then Missouri)
 - Open Systems moved into Southbury / Lexington (3,000 server nodes)
 - Distribution of DR between Lexington and Southbury (Richmond)
- Transformation: Years 2-3 (7/1/2006 through 6/30/2008)
 - Year 2: Consolidate Open Systems by 50% of original images
 - Year 2-3 Automate and integrate the infrastructure environment end-to-end through standardization managed by the UMI
- Continuous Optimization: Years 3-7 (7/1/2008 through 6/30/2012)

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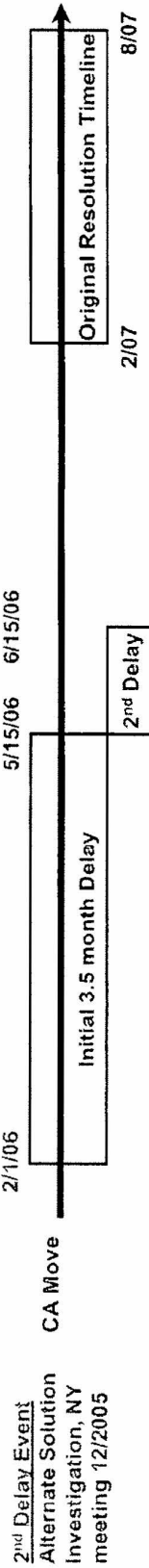
WellPoint IT Leadership Changes

- **Regime #1 – July 1, 2005 to 9/2005 - Deb Freedman (Infrastructure VP) and Ron Ponder (CIO)**
 - Original leadership team provided little communications (before or after signing) about the outsourcing to the rest of the IT division or the business
 - As a result, confusion and consternation within the WellPoint organization
 - Very little progress is made in gaining the much needed acceptance and cooperation, especially from the application development teams
 - 9/2005, It is announced the Deb is leaving WellPoint in November
- **Regime #2 – 9/2005 to 12/2005 - Terry Burnett (Infrastructure VP) and Ron Ponder (CIO)**
 - Terry's approach to the contract was
 - Terry heavily relied on Jim Forrest for day-to-day governance
 - 12/2005, It is announced the Ron is leaving WellPoint in December
- **Regime #3 – 12/2005 to 2/2006 - Terry Burnett (Infrastructure VP) and Mark Boxer (CIO)**
 - Terry and Mark do not get along and the effect of that antagonistic relationship spilled into the account
 - Mark publicly communicates his intent to "fix" the IBM relationship
 - Mark's reputation of being very tough and unreasonable
 - 2/2006, It is announced the Terry is leaving WellPoint immediately
- **Regime #4 – 2/2006 to present - Dave McDonald (Infrastructure VP) and Mark Boxer (CIO)**
 - Along with Dave replacing Terry, Mark replace much of the IT leadership with his people
 - Dave is Mark's protégé
- **With each change in regime the transition was re-reviewed, delayed and changed**

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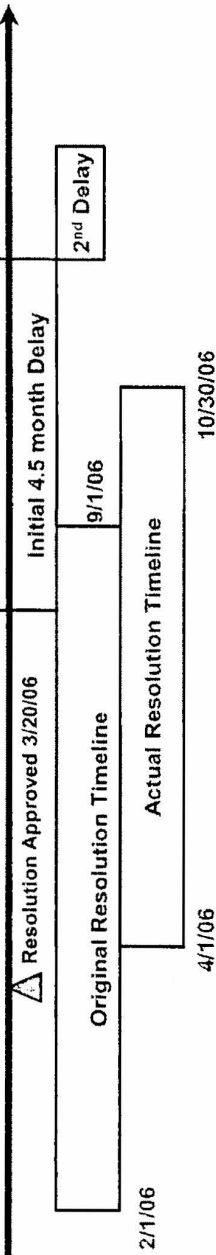
Transition Events

1st Delay Events
 Richmond LAN build out
 delay notification 11/05
 Indy Mtg. 11/05 for 5/15 CA
 date

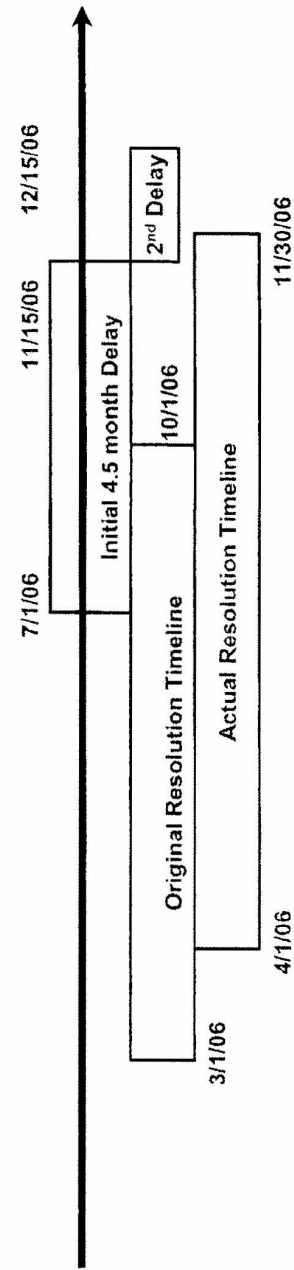


GA Move

Resolution Events
 Replan 12/05 - 2/06
 Plan Submitted 2/06
 Original Decision Plan 2/1/06
 Approval 3/20/06



MO Move



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Transitions History

- **May 2005 WellPoint takes IBM Strategic Outsourcing to their Board for approval**
 - Transition CA, GA, MO and WI datacenters to IBM sites (Lexington primary, Southbury backup) in that sequence between February 2, 2006 for CA and all moves complete by June 30, 2006.
 - Transformation and server consolidation to begin July 2006 per the contract solution.
 - Specific constraints included that CA must be first and early. No quiet period required by WLP which IBM reconfirmed multiple times throughout the engagement.
- **June 28, 2005 WellPoint and IBM sign SO deal with aforementioned solution**
- **July 2005 WellPoint requests IBM to analyze the potential to use the WellPoint Richmond datacenter as the prime site, with the IBM Lexington site as backup.**
 - Richmond site determined viable, but required specific fit up activities by WLP in order to qualify for migrations.
 - Solution sequence of CA, GA, MO and WI with original timelines still hold.
- **August 1, 2005 WellPoint determines that they would like the Richmond datacenter as the primary location with the IBM price change of \$9.3M over the life of the contract.**
 - LOA in place to cover specific early Network devices required of IBM
 - Roles and responsibilities under discussion between WLP and IBM for Richmond site as this is a WellPoint owned site
- **September 2005 Richmond contract amendment draft complete by IBM with changes to schedules and milestones.**
 - Richmond datacenter roles and responsibilities not finalized between WLP and IBM and desired prior to amendment completion and approval. In review with Debbie Freedman team.
 - Late September Debbie Freedman is announced as leaving by end of November, Terry Burnett coming on board.
 - WLP (Burnett) requested we hold the amendment draft until they determine where to send the draft for WLP review.

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Transitions History

- October 2005 chaotic in terms of getting anything finalized with WLP mainly due to changing of the guards
- Early November 2005 WLP holds meeting in Indianapolis with IBM to discuss/understand IBM contract and solution. (Terry Burnett team)
 - WLP requests transition delay of 2/1/06 to 5/15/06 and 6/30/06 to 10/30/06. Due to high volume business in 1st quarter and due to LAN delays in Richmond.
 - IBM expresses concern about cost increases due to delay. WLP asks IBM to quantify this cost to them. IBM provides first indicative pricing to WLP before Thanksgiving of \$4.2M for this delay.
- Early December 2005 WLP holds meeting in NYC with IBM to discuss 2006 costs that will hit WLP budget prior to budget closure for 2006
 - WLP objective was to make adjustments to the plan that would help them mitigate incremental costs and get back to original plan numbers as presented to their Board. Two alternatives were discussed in detail
 - Delay original solution by one more month. What would that cost of delay be and what would be the month to month costs for additional delays.
 - IBM provided a new indicative pricing by mid December of \$4.9M with an estimated \$830K for every incremental month delayed.
 - Develop a re-solution that takes the constraints away from the plan. i.e. CA does not need to move first in an attempt to find a more cost effective approach and earlier return for WLP in terms of reduced server charges (via consolidation).
 - Engagement team was assigned to work through proposal development
- Mid December 2005 WLP requested detail discussion on the Richmond decision as well as the Richmond LAN and Power issues
 - WLP concern was over the \$5M+ it would cost them to fit up Richmond LAN and that Power estimates may not cover the required Power to move datacenters into Richmond. WellPoint wanted IBM to pay for incremental Power requirements. IBM continues to contend that Power is the responsibility of the datacenter owner, in this case, WellPoint.
 - IBM always had the position that WLP would likely pay more for their own datacenter than IBM would have paid in IBM site due to economies of scale and sharing facilities with multiple customers. No surprise to us that they would incur more costs than the \$9.3M price reduction we provided. However, in a show of partnership, IBM gave a \$470K concession during this time for a total price reduction of \$9.8M for the Richmond datacenter decision
 - IBM and WLP concluded this discussion as closed – both on Power and LAN requirements.

Transitions History

- **January 2006**
 - WLP reaffirmed via email on January 27, 2006 that they would use the Richmond data center as the primary facility for the IBM SO scope of service, and that the new CA move date was 6/15/06
- **February 7, 2006 IBM provided a Re-Solution proposal to WLP**
 - Re-Solution included Richmond datacenter pricing
 - It did not include the Cost of Transition Delay, and was stated as such in the proposal itself
 - Re-Solution also includes an incremental \$4.683M of OTC for reconfiguring mainframes to receive GA and MO first
- **March 21, 2006 WLP officially accepted the Re-Solution proposal.**
- **April 2006**
 - The plan was recast to represent a 4/1/06 start date
 - New Plan was reviewed with Darren Smith and Jim Forrest and approved on 4/24/06.
 - Amendment is drafted.
- **May 2006**
 - LOA presented to Dave McDonald on May 8th to cover 2Q06 Re-solution costs
 - LOA was rejected and WellPoint requested a more formal contract change
 - A contract change is being developed with updated pricing and new pricing exhibits for presentation to WLP

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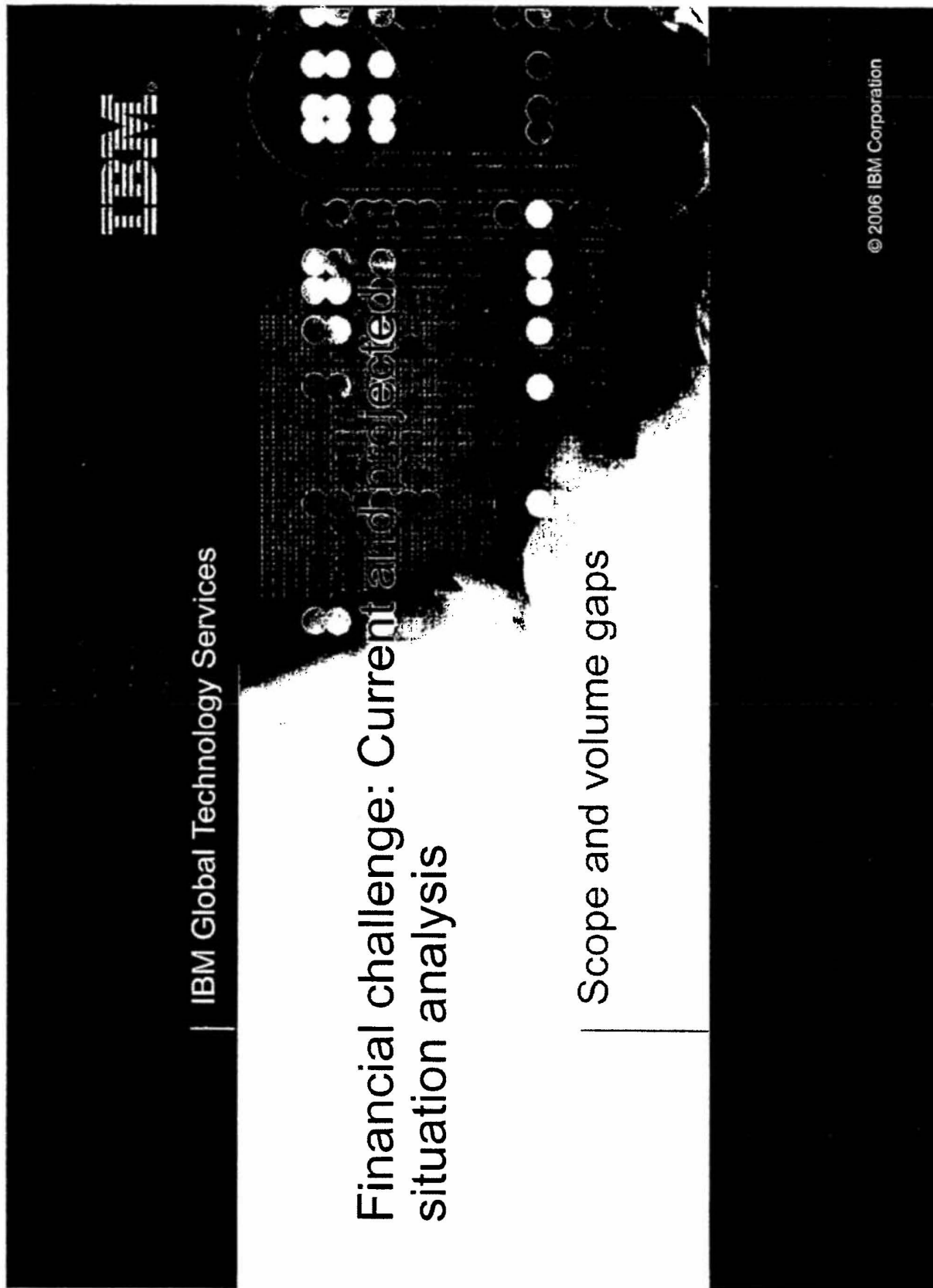
Accomplishments



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The slide features a dark background with a faint, abstract pattern of white dots and lines. The IBM logo is positioned in the top right corner. The main text is centered and reads: "Financial challenge: Current and projected situation analysis" and "Scope and volume gaps". The copyright notice "© 2006 IBM Corporation" is located in the bottom right corner.

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Financial challenge: Current and projected situation analysis

Scope and volume gaps

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Summary of the major financial impacts to the WellPoint Contract (In \$millions)

Issue	2006 Impact (\$millions)	Total for contract life
Middleware Support	4.9	27.7
DBA Support	3.9	22.1
User ID Admin	6.7	46.9
Change Management	4.2	23.9
Lotus Notes and Exchange	1.0	5.6
Level 1 UID	.2	.8
FileNet	1.6	9.0
Transition Delay	8.3	11.0
Re-Solution	4.7	4.7
Blended vs. Tiers Storage	9.0	58.5
Totals*	44.5	210.2

*Year by year totals and detail of each issue is provided in back up materials

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Relationship

- Building relationships and partnerships with the business has been difficult
- CIO with the screw the vendor attitude

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